

Fritch Herbert A
 Form 4
 May 11, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fritch Herbert A

(Last) (First) (Middle)
 9009 CAROTHERS
 PARKWAY, SUITE 501
 (Street)

FRANKLIN, TN 37067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HealthSpring, Inc. [HS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/08/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/08/2009		J ⁽¹⁾		34,263	D	\$ 0	431,412	I	By trust ⁽²⁾
Common Stock	05/08/2009		J ⁽³⁾		34,263	A	\$ 0	3,776,627	D	
Common Stock	05/08/2009		J ⁽⁴⁾		215,706	D	\$ 0	215,706	I	By trust ⁽²⁾
Common Stock	05/08/2009		J ⁽³⁾		215,706	A	\$ 0	215,706	I	By trust ⁽⁵⁾
Common Stock	05/08/2009		J ⁽⁶⁾		215,706	D	\$ 0	0	I	By trust ⁽²⁾

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Common Stock	05/08/2009	J ⁽³⁾	215,706	A	\$ 0	215,706	I	By trust ⁽⁷⁾
Common Stock	05/08/2009	J ⁽¹⁾	34,263	D	\$ 0	431,412	I	By trust ⁽⁸⁾
Common Stock	05/08/2009	J ⁽⁹⁾	34,263	A	\$ 0	3,810,890	D	
Common Stock	05/08/2009	J ⁽¹⁰⁾	143,804	D	\$ 0	287,608	I	By trust ⁽⁸⁾
Common Stock	05/08/2009	J ⁽⁹⁾	143,804	A	\$ 0	143,804	I	By trust ⁽¹¹⁾
Common Stock	05/08/2009	J ⁽¹²⁾	143,804	D	\$ 0	143,804	I	By trust ⁽⁸⁾
Common Stock	05/08/2009	J ⁽⁹⁾	143,804	A	\$ 0	143,804	I	By trust ⁽¹³⁾
Common Stock	05/08/2009	J ⁽¹⁴⁾	143,804	D	\$ 0	0	I	By trust ⁽⁸⁾
Common Stock	05/08/2009	J ⁽⁹⁾	143,804	A	\$ 0	143,804	I	By trust ⁽¹⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fritch Herbert A 9009 CAROTHERS PARKWAY SUITE 501 FRANKLIN, TN 37067	X		Chairman & CEO	

Signatures

/s/ Herbert A.
Fritch

05/11/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Distribution to Herbert A. Fritch.
- (2) Shares owned by Cumberland Trust & Investment Company, Trustee of the Herbert A. Fritch Grantor Retained Annuity Trust - 2005 (JCS/JLD).
- (3) Distribution from Cumberland Trust & Investment Company, Trustee of the Herbert A. Fritch Grantor Retained Annuity Trust - 2005 (JCS/JLD).
- (4) Distribution to Cumberland Trust & Investment Company, Trustee of the Jodi Lynn Donovan Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Jodi Lynn Donovan Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (5) Distribution to Cumberland Trust & Investment Company, Trustee of the Jamie Christine Seedig Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Jamie Christine Seedig Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (6) Distribution to Cumberland Trust & Investment Company, Trustee of the Jamie Christine Seedig Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Jamie Christine Seedig Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (7) Shares owned by Cumberland Trust & Investment Company, Trustee of the Herbert A. Fritch Grantor Retained Annuity Trust - 2005 (CPM/JAM/SJW).
- (8) Distribution from Cumberland Trust & Investment Company, Trustee of the Herbert A. Fritch Grantor Retained Annuity Trust - 2005 (CPM/JAM/SJW).
- (9) Distribution to Cumberland Trust & Investment Company, Trustee of the Sara Jane Whitworth Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Sara Jane Whitworth Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (10) Distribution to Cumberland Trust & Investment Company, Trustee of the Sara Jane Whitworth Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Sara Jane Whitworth Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (11) Distribution to Cumberland Trust & Investment Company, Trustee of the Jason Alan Matheson Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Jason Alan Matheson Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (12) Distribution to Cumberland Trust & Investment Company, Trustee of the Jason Alan Matheson Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Jason Alan Matheson Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (13) Distribution to Cumberland Trust & Investment Company, Trustee of the Christian Paul Matheson Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Christian Paul Matheson Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (14) Distribution to Cumberland Trust & Investment Company, Trustee of the Christian Paul Matheson Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Christian Paul Matheson Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (15) Distribution to Cumberland Trust & Investment Company, Trustee of the Christian Paul Matheson Trust U/A/D 9/12/08.
Shares owned by Cumberland Trust & Investment Company, Trustee of the Christian Paul Matheson Trust U/A/D 9/12/08. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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